



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

1707040379

July 11, 2017

NICHOLAS A BRANA  
7145 MERRIMAC DR  
MCLEAN, VA 22101

RECEIPT

RE: People For A Working Democracy

ID: F206408 - 9

DCN: 17-06-26-0033

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing an application for a certificate of authority to transact business in Virginia with this office.

The effective date of the certificate is July 11, 2017.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

CORFACPT  
CISBJB1

ENTITY NAME:

People For A Working Democracy

470706379

Name availability done in:

Initials:

Conflict with ID #:

eFile:

ENTITY ID #:

F206408-9

CIS:

DCN#

70626 0033

CBB 7-6 #75

CHARTER EXAMINER WORKSHEET

CHARTER / ENTRANCE FEE

60

JURISDICTION:

MT

FILING FEE

25

SPECIAL EFFECTIVE DATE / TIME

EXPEDITE FEE(S)

TOTAL FEES

75

INDUSTRY CODE:

AMENDMENT OR OTHER INFORMATION:

SEND COPY TO:

7/7/2017

mlc

SCC-CLERK'S OFFICE  
OPERATIONS  
2017 JUN 26 AM 11:33

COPYWORK REQUESTED:

CORRESPONDENT:

AMOUNT AVAILABLE  
FOR COPYWORK:

MAIL

CALL

FAX

FED EX

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, JULY 11, 2017

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

People For A Working Democracy

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN VIRGINIA

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective July 11, 2017.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann  
Commissioner

1707040379



SCC759/921  
(06/16)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

APPLICATION FOR A CERTIFICATE OF AUTHORITY TO  
TRANSACTION BUSINESS IN VIRGINIA AS A FOREIGN CORPORATION

Provide a  
Certified  
Copy of the  
Formation  
Document,  
as Amended

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

Corporation's name: PEOPLE FOR A WORKING DEMOCRACY

Designated name (if required): \_\_\_\_\_

State or other jurisdiction of incorporation: MICHIGAN

Date of incorporation: 2/7/2017 Period of duration: PERPETUAL

(Mark if applicable:) ☐ The corporation was previously authorized or registered to transact business in Virginia as a foreign business entity. (See Instructions.) **Set forth additional information on an attachment.**

The post office address, including the street and number, of the corporation's principal office is

35019 QUAKER WAY, FARMINGTON HILLS MICHIGAN 48331  
(number/street) (city or town) (state) (zip)

The corporation's registered agent in VIRGINIA is NICHOLAS A. BRANA

The registered agent is (mark appropriate box):

(1) ☒ an individual who is a resident of Virginia and

☐ an officer of the corporation.

☒ a director of the corporation.

☐ a member of the Virginia State Bar.

OR

(2) ☐ a Virginia or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

The corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

7145 MERRIMAC DRIVE, McLEAN VA 22101  
(number/street) (city or town) (zip)

which is physically located in the ☒ County or ☐ city of FAIRFAX

OFFICERS: NAME AND TITLE

BUSINESS ADDRESS

NICHOLAS A. BRANA, EXECUTIVE DIRECTOR 7145 MERRIMAC DR, McLEAN, VA. 22101

ROD BRANA, TREASURER 6108 DUNLEER CT, BETHESDA, MD. 20817

DIRECTORS: NAME

BUSINESS ADDRESS

NICHOLAS A. BRANA, CHAIRMAN

7145 MERRIMAC DR, McLEAN VA. 22101

CAROL EHRLER LOPATIN

1763 EISENHOWER ST, SAN MATEO, CA 94403

JONATHAN H. MARTIN

35 HAROLD ST, APT. 3, SOMERVILLE, MA 02143

STOCK: NUMBER OF SHARES AUTHORIZED TO BE ISSUED

CLASS

None - NONSTOCK

Signed in the name of the foreign corporation by:

Nicholas A. Brana  
(signature)

6/22/17

(date)

57-218-6213

(telephone number (optional))

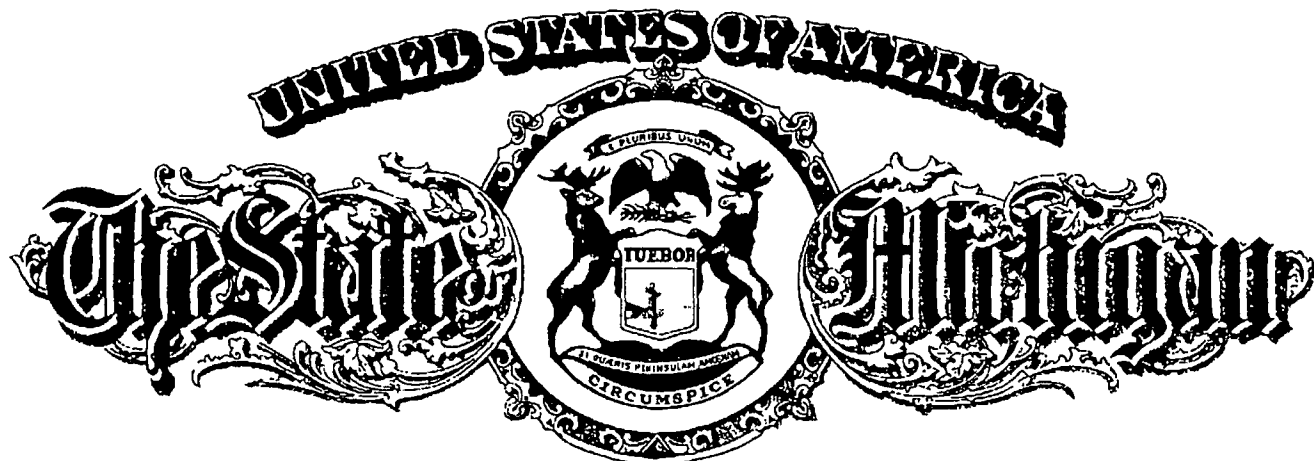
Nicholas A. Brana

(printed name)

Chairman

(title) (see Instructions for examples of acceptable titles)

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



Department of Licensing and Regulatory Affairs

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 4th day of May, 2017*

*Julia Dale*

Julia Dale, Director  
Corporations, Securities & Commercial Licensing Bureau

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**  
**FILING ENDORSEMENT**

*This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT*

*for*

**PEOPLE FOR A WORKING DEMOCRACY**

**ID NUMBER: 72065U**

*received by facsimile transmission on February 7, 2017 is hereby endorsed.*

*Filed on February 7, 2017 by the Administrator.*

*This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.*



*Sent by Facsimile Transmission*

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 8th day  
of February, 2017.*

*Julia Dale*

**Julia Dale, Director**  
**Corporations, Securities & Commercial Licensing Bureau**

1707040379

CSC/LCD-502 (Rev. 8/15)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Nicholas A. Brana

Address

7145 Merrimac Drive

City

McLean

State

Virginia

ZIP Code

22101

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

**ARTICLES OF INCORPORATION**

**For use by Domestic Nonprofit Corporations**

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:*

**ARTICLE I**

The name of the corporation is:

People For A Working Democracy

**ARTICLE II**

The purpose or purposes for which the corporation is formed are:

(See Article II, attached)

**ARTICLE III**

1. The corporation is formed upon a Nonstock basis.  
(Stock or Nonstock)

2. If formed on a stock basis, the total number of shares the corporation has authority to issue is

\_\_\_\_\_. If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

**ARTICLE III (cont.)**

3. a. If formed on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

None.

b. The description and value of its personal property assets are: (if none, insert "none")

None.

c. The corporation is to be financed under the following general plan:

through donations, contributions, and investment income.

d. The corporation is formed on a Directorship basis.  
(Membership or Directorship)

**ARTICLE IV**

1. The name of the resident agent at the registered office is:

Stephen Scapelliti

2. The address of its registered office in Michigan is:

35019 Quaker Way Farmington Hills , Michigan 48331  
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office in Michigan if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or PO Box) (City) (ZIP Code)

**ARTICLE V**

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

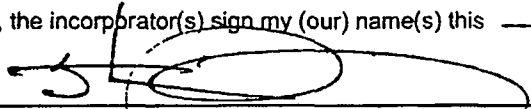
Nicholas A. Brana

7145 Merrimac Drive, McLean, Virginia 22101



Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 7th day of February, 2017

  
\_\_\_\_\_  
STEPHEN SCAPELLITI ESQ.,  
ATTORNEY-IN-FACT FOR  
NICHOLAS A. BRANA  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## ARTICLE II

The purposes for which the Corporation is organized are as follows:

1. The Corporation is an organization organized not for profit, by operating exclusively for the promotion of social welfare as described in Section 501(c)(4) of the Internal Revenue Code (the "Code"). In particular, the Corporation will:

(a) Conduct educational research and analysis of important public policy issues, including issues relating to improving the economy, achieving social and racial cohesion, crime reduction and sentencing reform, diplomacy in international relations, education, public safety, the economy and jobs, veterans, underprivileged and senior citizens, zoning, land use and the environment, and health care, of concern to and affecting the quality of life for American citizens;

(b) Support and participate in educational forums, conferences, events, and other meetings relating to these public policy issues;

(c) Support and build coalitions with citizens, businesses, governmental officials and agencies, and religious and other organizations sharing the goal of promoting democratic solutions to these public policy issues;

(d) Support public education campaigns to promote public awareness of these issues and solutions, and to solicit citizen participation and support;

(e) Conduct all activities incidental or necessary to accomplishing the foregoing purposes as otherwise permitted by Section 501(c)(4) of the Code;

(f) Notwithstanding any provision in these Articles, the Corporation may engage in any activity for which a corporation may be organized under the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, MCLA §§450.2101, et seq. (the "Act"), provided, however, that the Board of Directors, as well as the officers of the Corporation, are prohibited from engaging in any activity that would require the Corporation to file any form or statement pursuant to the Michigan Campaign Finance Act, §§169.201 et seq., or otherwise cause the Michigan Campaign Finance Act to apply to the activities of the Corporation.

2. The Corporation will at all times be conducted as an organization described in 501(c)(4) of the Code. The Corporation will not carry on any activities that are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(4) of the Code, or (b) a non-profit corporation organized under the laws of the State of Michigan pursuant to the Act.

3. No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its directors, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of its charitable purposes.

**ARTICLE VI**

Except as otherwise provided by law, any director or any officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Director's or officer's fiduciary duty; provided, however, that this provision does not eliminate or limit the liability of a director or officer for any of the following:

- (a) A breach of the director's or officer's duty of loyalty to the Corporation;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of Section 551(1) of the Act [MCLA §450.1551(1)];
- (d) A transaction from which the director or officer derived an improper personal benefit;
- (e) An act or omission occurring before the filing of these Articles of Incorporation;
- (f) An act or omission that is grossly negligent;
- (g) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
- (h) Intentional infliction of harm on the corporation, its shareholders, or members;
- (i) An intentional criminal act; and/or
- (j) A liability imposed under Section 497(a) of the Act.

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, occurring on or after the effective date of these Articles of Incorporation, if all of the following are met:

- (a) The volunteer was acting or reasonably believed he/she was acting within the scope of his/her authority;
- (b) The volunteer was acting in good faith;
- (c) The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- (d) The volunteer's conduct was not an intentional tort; and
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956.

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of liability of directors, officers, and/or volunteers of nonprofit corporations, then the liability of directors, officers, and/or volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article VI, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination, or assumption is inconsistent with the status of the Corporation as an organization described in Section 501(c)(4) of the Code. No amendment or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director, officer, or volunteer of the Corporation with respect to any acts or omissions of such person occurring prior to the effective date of any such amendment or repeal.

#### **ARTICLE VII**

The Corporation shall indemnify any director, officer, or volunteer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings by reason of the fact that he/she is or was a director, officer, or volunteer or is or was serving at the request of the Corporation in another capacity, to the fullest extent permitted (in the absence of rights granted under the articles of incorporation, bylaws, or a contractual agreement) by the Act, as amended. The Corporation may further indemnify directors, officers, and volunteers, to the extent authorized by bylaw, resolution of the board of directors, or contractual agreement authorized by the board of directors. A change in the Act, these Articles, or the bylaws that reduces the scope or indemnification shall not apply to any action or omission that occurs before the change.

#### **ARTICLE VIII**

In the event of the dissolution or liquidation of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the directors shall donate, transfer, deliver and convey all of its moneys, properties and other assets to any nonprofit successor organization approved by the directors, provided that such successor organization is exempt from taxation under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law; to be used by said nonprofit successor organization exclusively for the accomplishment of the purposes for which this corporation is formed. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX**

The Corporation may amend or repeal any provision contained in these Articles and add Articles in the manner prescribed by statute.

The period of existence of the Corporation is unlimited.